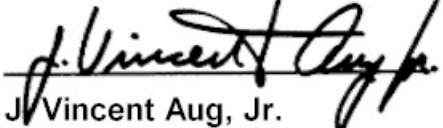


**This document has been electronically entered in the records of the United States Bankruptcy Court for the Southern District of Ohio.**

**IT IS SO ORDERED.**

**Dated: September 26, 2006**

  
J. Vincent Aug, Jr.  
United States Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION**

**In re:** : **Case No. 06-11210**  
**R.L. TORBECK INDUSTRIES, INC.,** : **Chapter 11**  
**Debtor.** : **Judge J. Vincent Aug**

**ORDER UNDER 11 U.S.C. §§ 327(e) AND 328 AUTHORIZING RETENTION OF**  
**GRUEL MILLS NIMS & PYLMAN LLP NUNC PRO TUNC**  
**AS SPECIAL COUNSEL FOR THE DEBTOR**

Upon the Application filed August 7, 2006 (the "Application") (Doc. 93) by the above-captioned debtor and debtor in possession (the "Debtor"), for entry of an order under 11 U.S.C. §§ 327(e) and 328 authorizing the Debtor to retain and employ the law firm of Gruel Mills Nims & Pylman LLP ("GMNP") as special counsel; and upon the "Affidavit of Disinterestedness of Thomas R. Behm" (the "Behm Affidavit") (Doc. 95), a partner in GMNP, and upon an indication from the Assistant U.S. Trustee that he has no objection to the retention of GMNP by the Debtor,

this Court finds that: (i) it has jurisdiction over the matters raised in the Application under 28 U.S.C. §§ 157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. § 157(b)(2); (iv) the relief requested in the Application is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; (v) adequate and proper notice of the Application has been given and that no other or further notice is necessary; (vi) no objections to approval of the Application have been filed; (vii) GMNP does not hold or represent any interest adverse to the Debtor's estate with respect to the matter on which GMNP is to be employed; and (viii) upon the record in this case, and after due deliberation thereon, good and sufficient cause exists for the granting of the relief requested in the Application as set forth herein.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED, except as modified herein.
2. Pursuant to 11 U.S.C. §§ 327(e) and 328, the Debtor, as debtor in possession, is authorized to retain and employ Gruel Mills Nims & Pylman LLP as special counsel, *nunc pro tunc*, as of April 29, 2006 to perform the services as set forth in the Application.
3. Gruel Mills Nims & Pylman LLP shall be compensated in accordance with the procedures set forth in the Agreed Final Cash Collateral Order (Doc. 52) entered by the Court and in 11 U.S.C. §§ 330 and 331, and such Bankruptcy Rules and Local Rules as may then be applicable from time to time, and such procedures as may be fixed by the Court.

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